

TODTMAN, NACHAMIE, SPIZZ & JOHNS, P.C.
425 Park Avenue, 5th Floor
New York, New York 10022
(212) 754-9400
Janice B. Grubin

Counsel for Vanguard Distributors, Inc.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

_____ x

In re: Chapter 11

DPH HOLDINGS CORP., et. al., Case No. 05-44481 (RDD)

Debtors. (Jointly Administered)

_____ x

MOTION TO SUBSTITUTE COUNSEL

Vanguard Distributors, Inc. ("Vanguard"), a creditor and party in interest herein, through its undersigned counsel, hereby moves the Court to permit entry of the proposed order, annexed hereto as Exhibit "A", permitting the law firm of Drinker Biddle & Reath LLP to withdraw as its counsel of record herein and to permit Janice B. Grubin, formerly a partner at Drinker Biddle & Reath LLP, to continue her representation of Vanguard at her new law firm of Todtman, Nachamie, Spizz & Johns, P.C., effective as of November 16, 2009.

Dated: December 14, 2009
New York, New York

Respectfully submitted,

TODTMAN, NACHAMIE, SPIZZ & JOHNS, P.C.

By: s/ Janice B. Grubin

Janice B. Grubin
425 Park Avenue, 5th Floor
New York, New York 10022
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Dated: December 14, 2009
New York, New York

DRINKER BIDDLE & REATH LLP

By: s/ Stephanie Wickouski
Stephanie Wickouski
140 Broadway – 39th Floor
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EXHIBIT "A"

TODTMAN, NACHAMIE, SPIZZ & JOHNS, P.C.
425 Park Avenue, 5th Floor
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(212) 754-9400
Janice B. Grubin

Counsel for Vanguard Distributors, Inc.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

_____ x
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DPH HOLDINGS CORP., et. al., Case No. 05-44481 (RDD)
Debtors. (Jointly Administered)
_____ x

ORDER GRANTING MOTION TO SUBSTITUTE COUNSEL

Upon the Motion to Substitute Counsel, dated December 14, 2009, filed on behalf of Vanguard Distributors, Inc., a creditor and party in interest herein, it is hereby

ORDERED that the law firm of Drinker Biddle & Reath LLP be and it is hereby permitted to withdraw as counsel of record for Vanguard Distributors, Inc. and Janice Grubin and her law firm of Todtman, Nachamie, Spizz & Johns, P.C. be, and they are hereby, enrolled as its counsel of record in these cases.

Dated: December ____, 2009
New York, New York

Honorable Robert D. Drain
United States Bankruptcy Judge

TODTMAN, NACHAMIE, SPIZZ & JOHNS, P.C.
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Counsel for Vanguard Distributors, Inc.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

_____X

In re:

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DPH HOLDINGS CORP., et. al.,

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Debtors.

(Jointly Administered)

_____X

CERTIFICATE OF SERVICE

I hereby certify that a copy of the above and foregoing has this day been served upon those listed below by depositing same in a sealed envelope, with postage prepaid thereon, in a post-office or official depository of the U.S. Postal Service within the State of New York, addressed to the last-known address of the addressees as indicated below, on this 14th day of December, 2009.

John William Butler, Jr.
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33 Whitehall Street, 21st Floor
New York, NY 10004
Attn: Brian Masumoto

s/ Janice B. Grubin
Janice B. Grubin